

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et al.</i> ,	)	Case No. 01-1139 (JFK)
	)	
Debtors.	)	Jointly Administered

**CERTIFICATION OF COUNSEL REGARDING THE MOTION OF THE  
OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS  
TO COMPEL DEBTORS' PRODUCTION OF CERTAIN  
ACTUARIAL STUDIES REFERENCED IN THEIR SECURITIES FILINGS**

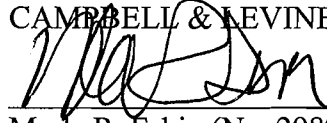
The undersigned counsel for the Official Committee of Asbestos Personal Injury Claimants (the "ACC"), in the chapter 11 cases of the above captioned debtors and debtors in possession (the "Debtors") hereby certifies that an impasse has been reached with regards to the production or inspection of all actuarially-based estimates of asbestos personal-injury claims that are referenced in the 2005 Form 10-K that Grace filed with the U.S. Securities & Exchange Commission (the "Discovery Requests"). As a result of the impasse, counsel for the ACC has filed the attached Motion of the Official Committee of Asbestos Personal Injury Claimants to Compel Debtors' Production of Certain Actuarial Studies Referenced in Their Securities Filings (the "Motion") seeking the entry of an order compelling the Debtors to produce the documents responsive to the Discovery Requests, or, in the alternative, permit inspection of said documents.

Counsel for the ACC has conferred in good faith with counsel for the Debtors in an effort to secure the information and materials sought by the Discovery Requests without Court action. Unfortunately, despite numerous in person meetings, letter exchanges, phone calls, and emails, no resolution was reached.

Therefore, the undersigned counsel hereby certifies that efforts to consensually resolve the foregoing discovery dispute with the Debtors have been unsuccessful, and respectfully submits that the filing of the Motion seeking the Court's involvement is necessary.

Dated: December 18, 2006

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